

Via First Class Mail and Form 99 Electronic Filing

February 2, 2007

Federal Election Commission  
999 E Street N.W.  
Washington, DC 20463

Re: Time Warner Telecom Inc. PAC Disaffiliation

Dear Commissioners:

Time Warner Telecom Inc. Political Action Committee, Committee ID No. C00355941, located at 10475 Park Meadows Drive, Littleton, CO, hereby notifies the Federal Election Commission of its disaffiliation from Time Warner Political Action Committee, Committee ID No. C00339291.

Time Warner, Inc. ("TW") has divested its investment in Time Warner Telecom Inc. ("TWTC"). Prior to September 26, 2006, Time Warner Inc., Advance Telecom Holdings Corporation and Newhouse Telecom Holdings Corporation were the principal stockholders of Time Warner Telecom Inc. and held all of the shares of TWTC's Class B common stock. In connection with a secondary public offering announced September 14, 2006, all of the Class B common stock was converted into Class A common stock. The Class A common stock was sold to the public, thus terminating TW's investment interest in TWTC. Therefore, since TWTC is no longer a subsidiary of Time Warner Inc., the PACs of these two organizations are no longer affiliated. As outlined below, in applying the affiliation standards to the new relationship between the two companies, there are no longer any circumstances present to lead the Commission to conclude that the Time Warner Inc. PAC and the Time Warner Telecom Inc. PAC ("TWTC PAC") should remain affiliated.

Specifically, Time Warner Inc. no longer owns a controlling interest in the voting stock or securities of TWTC. See 11 CFR 100.5(g)(4)(ii)(A), 110.3(a)(3)(ii)(A). Time Warner Inc. does not have the authority or ability to direct or participate in the governance of TWTC through its constitution, bylaws, contracts or other rules, or through formal or informal practices or procedures. Time Warner Inc. does not have authority over TWTC personnel. With respect to PAC activities, no person in TW or any Time Warner entity has personnel authority over any officer of TWTC PAC or the ability to participate in TWTC PAC. See 11 CFR 100.5(g)(4)(ii)(B) and (C), 11 CFR 110.3(a)(3)(ii)(B) and (C). Since September 26, 2006, there have been no common partners, officers, or employees between TW and TWTC, and the PACs do not share officers or employees. See 11 CFR 100.5(g)(4)(ii)(E), 11 CFR 110.3(a)(3)(ii)(E). There is no formal or ongoing relationship between TW and TWTC, and the only ongoing relationship between Time Warner Inc. PAC and TWTC PAC is the monitoring of expenditures so as not to exceed the single contribution limit shared by affiliated committees. See 11 CFR 100.5(g)(4)(ii)(F) and (I), 110.3(a)(3)(ii)(F) and (I). Since September 26, 2006 there have been no significant transfer of funds, services, or goods between TW and TWTC, and all such non-significant transfers are at arms-length. Furthermore, there are no significant transfers of funds on an ongoing basis among TW, TWTC, and any particular third party. See 11 CFR 100.5(g)(4)(ii)(G) and (H), 110.3(a)(3)(ii)(G) and (H).

Although TW did have a role in the formation of TWTC, this is a natural result of their previous relationship and is not a reason for the PACs to remain affiliated. See FEC Advisory Opinion 2000-36. Furthermore, the PACs have been administered independently of each other since the inception of the TWTC PAC in 2000 and will continue to be separate in the future, and any similar patterns in the contributions made since that date and in the future are the result of independent judgment. See 11 CFR 100.5(g)(4)(J), 110.3(a)(3)(ii)(J), AO 2000-36.

Time Warner Inc. PAC and TWTC PAC realize that because of their affiliated status before TW's divestiture of its interest in TWTC on September 26, 2006, the two committees cannot disregard the other's pre-divestiture contributions for the purpose of complying with the limitations. See Advisory Opinions 1997-25 and 1993-23.

If you have any further questions or concerns regarding the disaffiliation of Time Warner Inc. PAC and TWTC PAC, please

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## **ETEXT ATTACHMENT**

contact us.

Respectfully,

Regina Vegliante

Treasurer, Time Warner Telecom Inc. PAC

cc: Jon Aikman, Time Warner Political Action Committee (Committee ID C00339291)

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